

## New Corporate and Commercial Law Titles

*Essential Reading for the  
corporate/commercial law  
expert*

### Contract Law in the USA

by *Gregory Klass*

Derived from the renowned multi-volume *International Encyclopaedia of Laws*, this practical analysis of the law of contracts in the USA covers every aspect of the subject – definition and classification of contracts, contractual liability, relation to the law of property, good faith, burden of proof, defects, penalty clauses, arbitration clauses, remedies in case of non-performance, damages, power of attorney, and much more. Lawyers who handle transnational contracts will appreciate the explanation of fundamental differences in terminology, application, and procedure from one legal system to another, as well as the international aspects of contract law. Throughout the book, the treatment emphasizes drafting considerations.

An introduction in which contracts are defined and contrasted to torts, quasi-contracts, and property is followed by a discussion of the concepts of 'consideration' or 'cause' and other underlying principles of the formation of contract. Subsequent chapters cover the doctrines of 'relative effect',

termination of contract, and remedies for non-performance. The second part of the book, recognizing the need to categorize an agreement as a specific contract in order to determine the rules which apply to it, describes the nature of agency, sale, lease, building contracts, and other types of contract. Facts are presented in such a way that readers who are unfamiliar with specific terms and concepts in varying contexts will fully grasp their meaning and significance.

Its succinct yet scholarly nature, as well as the practical quality of the information it provides, make this book a valuable time-saving tool for business and legal professionals alike. Lawyers with interests in the USA will welcome this very useful guide, and academics and researchers will appreciate its value in the study of comparative contract law.

**April 2010, 304 pp., softcover**

**ISBN: 9789041133106**

**Price: EUR 96.00/ USD 130.00/ GBP 77.00**

## Corporate Governance and Corporate Disclosure in China

by *Jian Fu*

Rapid economic development has focused attention around the world upon China's corporate governance regime – particularly as, during the past few years, some of China's companies, mainly large state-owned companies (usually known as SOEs), have been aggressively buying foreign businesses overseas. China's huge capital injection and aggressive foreign investment have raised increasing and deep concerns among the target countries' governments, their business communities, and the global public. It is clearly of great importance that the PRC's business partner countries understand corporate governance issues within Chinese companies. Moreover, the relatively poor corporate governance of many Chinese SOEs calls for a closer look at China's corporate governance theory and practice. The corporate disclosure regime plays a critical role in this regard.

This timely and highly informative book provides, for the first time, comprehensive research on corporate governance in China, with detailed attention to the formation and reform of its corporate disclosure laws and regulations. Among the many factors analysed are the following:

- the role of the government in the management of SOEs;
- the legal and regulatory environment;
- majority shareholders' infringement of listed companies' interests;
- the increasing independence of the board of directors;
- the role of institutional investors;
- the shareholding structure;
- law enforcement and shareholders' legal actions;
- unmonitored insiders' control in corporate affairs;
- the external governance structure; and
- the absence of fiduciary duty.

The author describes the nature of the many breaches of disclosure laws and rules in the two decades or so of the history of China's securities market and the pressures within the relevant government agencies confronting the problem.

As a detailed analysis of the Chinese corporate disclosure regime that has emerged during the period of China's economic transition since the 1990s, this incomparable book will be of great interest to legal researchers, policymakers, and legal practitioners working with business investment in China.

**April 2010, 370 pp., hardcover**

**ISBN: 9789041126696**

**Price: EUR 125.00 / USD 169.00 / GBP 100.00**



## Foreign Investment in China Entry, Operation and Exit Strategy

by *Max Schaub*

For foreign investors, a successful role in the burgeoning Chinese economy is a prize well worth winning, despite the formidable risks involved. But what exactly are the risks? And what is the best way to go about minimising them? In this intensely practical resource, Mark Schaub, a leading expert in the investment side of China business law, makes everything clear.

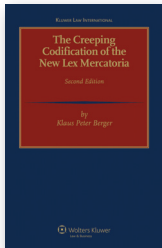
- The only comprehensive English guide on the entry, operation and exit strategy for foreign investments in China ;
- Highlights the critical legal issues, with all the necessary;
- easy-to-adapt sample forms relating to both domestic and foreign business vehicles;
- Provides matchless practical guidance, theoretical explanations and case analysis to assist decision-making in virtually any problem likely to arise;
- Comprises various useful graphic features, including a comprehensive topical index.

**March 2010, 613 pp., hardcover**

**ISBN: 9789041132567**

**Price: EUR 85.00 / USD 112.00 / GBP 68.00**

**Co-publication with CCH Asia**



## The Creeping Codification of the New Lex Mercatoria

2nd Revised Edition

by *Klaus Peter Berger*

This greatly revised edition of an influential 1999 book consolidates its authoritative advocacy of the New Lex Mercatoria (NLM). Since the publication of the first edition, self-regulation and private governance in international business have gained world-wide

recognition. Three dynamic commercial law initiatives in particular demonstrate that, in spite of the long-lasting dispute about the nature and dogmatic underpinnings of NLM, legal theory and international practice have accepted that transnational business law is open to the 'codification' of its contents. The UNIDROIT Principles of International Commercial Contracts, the Principles of European Contract Law, and (most recently and dramatically) the TransLex Principles at [www.trans-lex.org](http://www.trans-lex.org) all draw their legal conclusions from observing the real-life phenomena surrounding regional and global integration of markets and foreign direct investment.

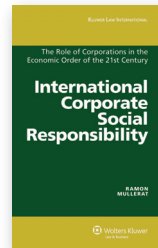
This new edition presents an advanced elaboration of the author's 'Creeping Codification' thesis based on the TransLex Principles, an Internet-based method using an ongoing, spontaneous, and dynamic codification process which is never completed. The TransLex Principles contain black-letter texts of 128 principles and rules of the NLM with comprehensive, constantly updated comparative law references from domestic statutes, court decisions, doctrine, arbitral awards, and uniform laws. An annex to this book contains a synopsis of the wealth of materials available on the TransLex web site as well as a rare personal account of one of the "fathers" of the NLM, Philippe Kahn. International legal practitioners and academics alike have long complained about the inadequate legal framework for international trade and commerce.

This book, with its far-reaching theoretical and methodological analysis of the doctrine of an autonomous transnational economic law, clearly opens the way to an independent and workable third legal system alongside domestic law and public international law. It offers international practitioners (contract negotiators, arbitrators, attorneys and other representatives of the parties in international arbitration proceedings) with a powerful and reliable instrument to apply transnational commercial law in daily legal practice

**January 2010, 464 pp., hardcover**

**ISBN: 9789041131799**

**Price: EUR 145.00 / USD 196.00 / GBP 116.00**



## International Corporate Social Responsibility

The Role of Corporations in the Economic order of the 21st Century

by *Ramon Mullerat*

Corporations and law firms want to keep up-to-date with the wide range of initiatives and codes of practice on CSR, and with policies being used by other companies.

The book is divided into four sections as follows.

### 1. Trends in CSR

This includes trends in different jurisdictions and areas which may be subject to legislation rather than "soft law".

### 2. Multinational Initiatives

This includes coverage of source materials including codes of practice published by organisations such as the UN, the ICC, the OECD, the Global Reporting Initiative and various financial institutions.

### 3. Industry Sectors

This includes CSR principles in specific sectors such as banking and finance, clothing, pharmaceuticals, food and drink, energy and professional services.

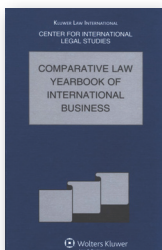
### 4. Private Initiatives

This includes examples of CSR policies from international corporations such as Coca Cola, Dell, Ericson, Hewlett-Packard, Ford, General Electric, Mitsubishi, Shell and Wal Mart.

**January 2010, 536 pp., hardcover**

**ISBN: 9789041125903**

**Price: EUR 190.00 / USD 257.00 / GBP 152.00**



## Comparative Law Yearbook of International Business

Volume 31

edited by *Dennis Campbell*

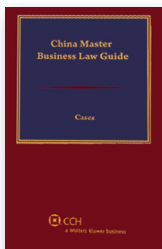
With this edition of the Comparative Law Yearbook of International business, experienced practitioners examine a wide range of issues relating to corporate and investment law in Taiwan, Serbia, Switzerland, Japan, Greece, Germany, and the European Union, deal with franchising issues in Ukraine, Spain, Italy, and the review aspects of Internet governance and liability. In the Miscellaneous section of the Yearbook, practitioners review bankruptcy and insolvency in Arab countries, employment of expatriates in Nigeria, exchange controls in Venezuela, regulation of natural gas markets in Greece, and insurance mediation in Spain.

**December 2009, 552 pp., hardcover**

**ISBN: 9789041128010**

**Price: EUR 150.00 / USD 198.00 / GBP 120.00**

**Comparative Law Yearbook Series, Volume 31**



## China Master Business Law Guide

Case Law

by *CCH*

Foreign businesses that are engaged in or considering doing business with China have an obvious need to acquire a greater understanding of the evolving legal environment within which they will have to operate. China admittedly has made the great strides in passing foreign trade and investment legislation, yet the implementation of these laws remains a pressing problem.

Lawyers working with foreign clients often pointed out that some provisions in foreign trade and investment regulations are often so broad and sketchy that it is

difficult to be certain of correct interpretation. There is also no systematic compilation of case-law precedents that would aid in the interpretation of statutes and regulations. Another problem in China is that besides published regulations, government agencies often issue internal unpublished rules, which are inaccessible to outsiders and which at times are the real rules under which the agency operates.

To navigate through practical obstacles, foreign investors and their consultants should keep close track of latest legal developments as well as draw on best practice and experience in successful stories.

This Book is a compilation of best practices and case studies in China legal practice pertaining to foreign investments. It provides an illustration on how leading companies in China have achieved operational excellence through well-honed strategies.

Our case selection focuses on the hottest issues in areas of foreign-related investment in China, including incorporation and operational issues of FIEs, corporate governance, intellectual property right protection and strategies, capital restructuring, international trade and dispute resolution etc.

- Provides a comprehensive guide on the best of legal practice in China foreign investments
- Provides an insight into major trends and developments that affect doing business in China
- Written for legal practitioners by leading legal practitioners
- Easy-to-digest content which covers all hottest issues in areas of foreign-related investment in China
- A one-stop resource for best practices and case studies in China foreign investments.
- Well-structured index

**November 2009, 270 pp., hardbound**

**ISBN: 9789041132222**

**Price: EUR 172.00 / USD 227.00 / GBP 138.00**



## Contract Law in Greece

by Michael Stathopoulos

The only work of its kind in English, this detailed overview of Greek contract law is fully up to date with new and amended legislation and the latest relevant court decisions. It offers authoritative analysis of every aspect of the subject – definition and classification of contracts, contractual liability, relation to the law of property, good faith, burden of proof, defects (such as fraud or duress), penalty clauses, arbitration clauses, remedies in

case of non-performance, damages, power of attorney, and much more. Drafting considerations are discussed throughout.

Lawyers representing parties with interests in Greece will welcome this very useful guide, and academics and researchers will appreciate its value in the study of comparative contract law.

**August 2009, 270 pp., softcover**

**ISBN: 9789041132000**

**Price: EUR 80.00 / USD 106.00 / GBP 64.00**



## ICC Model International Transfer of Technology Contract

by the ICC

As technology and intellectual property rights become increasingly important in today's international business community, more and more companies across the globe are concluding transactions to transfer technology among business entities. Recognizing the need to provide the

marketplace with assistance on this highly technical subject, the International Chamber of Commerce has produced the *ICC Model International Transfer of Technology Contract*.

While the term “transfer of technology” may cover a variety of situations, ranging from patent and/or know-how licenses to more complex dealings involving the supply of technical assistance or equipment, this model covers the situation where a manufacturer licenses a package of information and industrial property rights to a licensee company so that the licensee can also manufacture the products, using the licensor's technology.

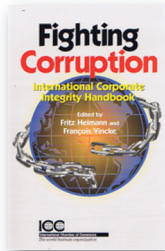
*Model International Transfer of Technology Contract* Contract is designed for use by non-specialists in the area who are seeking reliable guidance and an adaptable, balanced contractual framework. Produced by a group of subject-matter experts of the ICC Commission on Commercial Law and Practice, the model distills the relevant principles across industries and geographies into an accessible tool for business people and their advisors.

**July 2009, 116 pp., softcover**

**ISBN: 9789041131874**

**Price: EUR 75.00 / USD 99.00 / GBP 60.00**

**Co-publication with ICC**



## Fighting Corruption

### International Corporate Integrity Handbook

edited by *Fritz Heimann and François Vincke*

Corruption has a corrosive impact on international business. *Fighting Corruption* lays out the problems and offers practical solutions on how to attack commercial dishonesty at its source.

In the third edition of this highly acclaimed volume, ICC experts offer solutions to combat this scourge of global trade and investment. Completely updated from the second edition, *Fighting Corruption* includes new material covering the changing views of facilitation payments, the recent UN Convention Against Corruption (UNCAC) and valuable tips on how to prevent extortion.

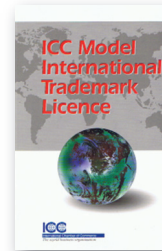
Covering subjects as diverse as money laundering, the role of agents, extortion, accounting and whistleblowing, this invaluable book will be the tool of reference for managers, compliance officers, lawyers and anyone concerned with stamping out bribery, extortion and the other evils associated with corruption.

**June 2009, 308 pp., softcover**

**ISBN: 9789041131843**

**Price: EUR 75.00 / USD 99.00 / GBP 60.00**

**Co-publication with ICC**



## ICC Model International Trademark Licence

by the ICC

*ICC Model International Trademark Licence* is the newest addition to the series of international model business contracts developed and published by ICC. This model contract addresses the situation where the owner of a wellknown trademark licences the trademark to a company which will use it with respect to products other than those manufactured or sold by the licensor.

In this case, it is assumed that the licenced products will be designed and developed by the licensee, and that the main preoccupation of the licensor is to ensure that the licenced products conform to the overall image of the licensor and its trademarks.

Parties are advised to use *ICC Model International Trademark Licence* as a basis for negotiation and for drawing up their own contracts, possibly with the assistance of a lawyer with international expertise

*ICC Model International Trademark Licence* is another important resource for attorneys and companies engaged in international trade. It carries the authority of ICC, the organization that pioneered many of the basic rules and mechanisms at the heart of international business.

**June 2009, 94 pp., softcover**

**ISBN: 9789041131881**

**Price: EUR 75.00 / USD 99.00 / GBP 60.00**



## ICC Model International Sale Contract

*by the ICC*

*The ICC Model International Sale Contract is a time-saving guide for traders, importers, lawyers and all parties involved in these important international transactions.*

Providing clear directions to sellers and buyers of manufactured goods, the contract is divided into two parts - Specific Conditions and General Conditions. The form's introduction takes the parties step-by-step through the process - from the general characteristics of the contract through its scope of application to its termination and resolution of disputes.

### **A Flexible Model**

The model contract was specifically developed for sales of manufactured goods intended for resale, where the purchaser is not a consumer and where the contract is an independent transaction rather than part of a long-term supply arrangement.

The ICC model is flexible enough to allow users either to incorporate only the general conditions common to all contracts or to include the specific conditions, which set out standard terms common to all contracts incorporating the ICC General Conditions of Sale.

Moreover, while the model contract subjects the transaction to the United Nations Convention for the International Sale of Goods (CISG), it also, in certain circumstances, permits the parties to incorporate specific conditions of national law.

### **Easy to Follow, Ready to Use**

The ICC model contract is easy to use for first-time traders, but also provides the legal protection demanded by experienced practitioners.

Each box in the contract form is fully explained, and, in some instances, lists of terms are defined, with the responsibilities of the parties clearly set out. On transport documents, for example, the model lists those in common use, such as the bill of lading, the multimodal transport document and the Air Waybill.

**June 2009, 64 pp., softcover**

**ISBN: 9789041131867**

**Price: EUR 70.00 / USD 92.00 / GBP 56.00**

